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Section UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

AUC) 122008

Washington, D.C. 20549

FORM D

Washington Office of Sale of Securities pursuant to REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB NUMBER: 3235-0076 August 31, 2008 Expires: Estimated average burden hours per response......16.00

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1	1	

Name of Offering (check if this is an amendment	ent and name has changed, and indicate change.)		
Subordinated Convertible Promissory Notes			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Sectio	on 4(6) □ ULOE	
Type of Filing: ■ New Filing □ Amendment		1	
	A. BASIC IDENTIFICATION DAT	ГА	
1. Enter the information requested about the issu	ег		08057805
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)		
Mersana Therapeutics, Inc.			
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Inclu	ding Area Code)
840 Memorial Drive, Cambridge, MA 02139		617-498-0020	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Inclu	,
Brief Description of Business:			PROCESSED
Research, development and commercialization	of drug delivery technologies		PROCESSED Aug 1 5 2008 THOMSON REUTERS
Type of Business Organization			AUG 1 5 2008
■ corporation	☐ limited partnership, already formed	☐ other (please specify):	TUO:
□ business trust	☐ limited partnership, to be formed		IHOMSON PEHTEDO
	Month Year		WEOLEKS
Actual or Estimated Date of Incorporation or Org		☐ Estimated	
Jurisdiction of Incorporation or Organization: (Ei	ter two-letter U.S. Postal Service abbreviation for State		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg, or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made, If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Enter the information requested for the Each promoter of the issuer, if 		een organized within the r	oast five years;		
 Each beneficial owner having 	the power to vot	e or dispose, or direct the	vote or disposition of, 10		ass of equity securities of the issuer,
 Each executive officer and dire Each general and managing pa 			general and managing pa	rtners of partners	hip issuers; and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Promoter	D beneficial Owner	Executive Officer	■ Director	General alluvoi (Managing Farther
Ton runne (Caux name that, it marviaum,					
Olson, Julie A.		0 0 0	1.)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ae)		
c/o Mersana Therapeutics, Inc., 840 Me	morial Drive, C	Cambridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Leone, Peter					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		-
c/o Mersana Therapeutics, Inc., 840 Me Check Box(es) that Apply:			5.F	- Di	G Committee Managine Post
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Tun wante (Last hame mst, it murvioual)					
Bacopoulous, Nicholas G.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
c/o Mersana Therapeutics, Inc., 840 Me	morial Drive, (Cambridge, MA 02139			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Clarks C Royd					
Clarke, C. Boyd Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
	•		,		
c/o Mersana Therapeutics, Inc., 840 Me Check Box(es) that Apply:			P		
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
ruii Name (Last name mst, ii morviquar)					
Tsang, Joyce					·
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o ProQuest Investments III, L.P., 90 N	lassau Street, F	ifth Floor, Princeton, N	J 08542		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
WII MI					
Vogelbaum, Martin Business or Residence Address	(Number and !	Street, City, State, Zip Co	de)		
	`	, ,, ,	,		
c/o Rho Ventures V, L.P., Carnegie Hal		···			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Harris, Charles E.		•			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Harris & Harris Group, Inc., 111 W	act 57th Street	Suita 1100 Now Vark N	DV 10010		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		_ Domainami Owner			- Same of transport and the
,					
Papisov, Mikhail Business or Residence Address	(Number and	Street, City, State, Zip Co	rde)		
Dualities of Residence Address	framoer and	once, ony, state, zip et	out of		
60 Woodside Road, Winchester, MA 01	890				

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Each promoter of the issuer, if the issuer has been organized within the past five years;						
Full Name (Last name first, if individual) PureTech Ventures LLC Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Suite 1040, Boston, MA 02116 Check Box(es) shat Apply:	 Each promoter of the issuer, if t Each beneficial owner having the Each executive officer and direct 	the issuer has be he power to voto ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		
Full Name (Last name first, if individual) PureTech Ventures LLC Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Suite 1040, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Harris & Harris Group, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 111 West 57th Street, Suite 1100, New York, NY 10019 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Fidelity BioSciences Limited Partnership Business or Residence Address (Number and Street, City, State, Zip Code) 82 Devonshire Street, Boston, MA 02109 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) ProQuest Investments III, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 90 Nassau Street, Fifth Floor, Princeton, NJ 08542 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Rho Ventures V, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) Carnegle Hall Tower, 152 West 57th Street, 23rd Floor, Nev York, NY 10019 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Knight, Stephen C. Business or Residence Address (Number and Street, City, State, Zip Code)	Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Business or Residence Address (Number and Street, Ciry, State, Zip Code) 222 Berkeley Street, Sutie 1040, Boston, MA 02116 Check Box(es) that Apply:						
222 Berkeley Street, Sutie 1040, Boston, MA 02116 Check Box(es) that Apply:	PureTech Ventures LLC					
Check Box(es) that Apply: Promoter Beneficial Owner		•	Street, City, State, Zip Co	de)		
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Business or Residence Address (Number and Street, City, State, Zip Code) 111 West 57th Street, Suite 1100, New York, NY 10019 Check Box(es) that Apply:	Full Name (Last name first, if individual)					
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Check Box(es) that Apply:	Business of Residence Address	(Number and S	street, City, State, Zip Co	dej		
Check Box(es) that Apply:	111 West 57th Street, Suite 1100, New Yo	ork, NY 10019				
Full Name (Last name first, if individual) Fidelity BioSciences Limited Partnership Business or Residence Address (Number and Street, City, State, Zip Code) 82 Devonshire Street, Boston, MA 02109 Check Box(es) that Apply:				☐ Executive Officer	□ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual) ProQuest Investments III, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 90 Nassau Street, Fifth Floor, Princeton, NJ 08542 Check Box(es) that Apply:		9				
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Full Name (Last name first, if individual) Knight, Stephen C. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mersana Therapeutics, Inc., 840 Memorial Drive, Cambridge, MA 02139		et, 23 rd Floor, I				
Knight, Stephen C. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mersana Therapeutics, Inc., 840 Memorial Drive, Cambridge, MA 02139		□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mersana Therapeutics, Inc., 840 Memorial Drive, Cambridge, MA 02139						
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	Business of Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	c/o Mersana Therapeutics, Inc., 840 Men	morial Drive, C	Cambridge, MA 02139			
				☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Full Name (Last name first, if individual)					gg
	B. C. B. C.	(A) 1 -	g: g			
Business or Residence Address (Number and Street, City, State, Zip Code)	Business of Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)	Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
۷.	What is the fillingfull investment that will be accepted from any matividual?	Yes	No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	l Name (Last name first, if individual) ne.		
	siness or Residence Address (Number and Street, City, State, Zip Code)		
	, , , , , , , , , , , , , , , , , , , ,		
Nan	ne of Associated Broker or Dealer		
	in this Daniel Call of Call and a Call a Daniel		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_ [_ [[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ {OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	l name (Last name first, if individual)		
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)		
	,		
Nam	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [] _ []	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		-
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ []	AL] _{AK}[AZ][AR][CA][CO][CT][DE][DC][FL][GA] [IL][IN][IA][KS][KY][LA][ME][MD][MA][MI][MN] [MT][NE][NV][NH][NJ][NM][NY][NC][ND][OH][OK] [RI][SC][SD][TN][TX][UT][VT][VA][WA][WV][WI]	_ {HI} _ [MS] _ (OR) _ (WY)	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box mand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	s
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$ 4,000,000	\$ 4,000,000
	Partnership Interests	s	s
	Other (Specify)	s	s
	Total	\$_4,000,000	\$4,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	6	\$4,000,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
			S
	Regulation A		•
			3
	Total		2
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	s
	Printing and Engraving Costs	0	s
	Legal Fees	_	\$20,000
		•	
	Accounting Fees	a	\$
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	О	\$
	Total	_	\$ 20,000

	b. Enter the difference between the aggregate offering price given in response to Part C-1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	t 	•	5	3,980,000
j. , -	-Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed t for each of the purposes shown. If the amount for any purpose is not known, furnish an e and check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	stimate the			•
			Payments to Officers, Directors, & Affiliates		Payments T Others
	Salaries and fees	0	\$		\$
	Purchase of real estate	٥	\$·	D	\$
	Purchase, rental or leasing and installation of machinery and equipment	a	\$	0	\$
	Construction or leasing of plant buildings and facilities	ם	\$. 🗆	\$
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	0	s	0	\$
	Repayment of indebtedness	0	\$	_	s
	Working capital		s	_	\$ 3,980,000
	Other (specify):	_	\$	_	\$
		 - o	s		s
	Column Totals.	•	\$ <u> </u>		\$ 3,980.000
	Total Payments Listed (column totals added)		■ \$ <u>.3</u>	<u>,980,000</u>	
_					
	D. FEDERAL SIGNAT	UKE			
-	issuer has duly caused this notice to be signed by the undersigned duly authorized person, indertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upor accredited investor pursuant to paragraph (b)(2) of Rule 502.	If this notice written requi	e is filed under Rule 505, the est of its staff, the information	following n furnished	signature constit I by the issuer to
u					
ก น อท-	er (Print or Type)	<u> </u>	Date		•
on-	er (Print or Type) Signature Signature	<u></u>	Date August 8, 2008		
sue	er (Print or Type)	2	1		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

